

SANDRIDGE ENERGY INC
Form SC 13G/A
February 09, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

SANDRIDGE ENERGY, INC.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

80007P869

(CUSIP)

**John F. Hartigan, Esq.
Morgan, Lewis & Bockius LLP
300 S. Grand Avenue, 22nd Floor**

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (3-06)

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CUSIP No. 80007P869

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Energy Opportunity Fund AIV I, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 1,028,552 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 1,028,552 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,028,552 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
2.8%

12 Type of Reporting Person (See Instructions)
PN

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CUSIP No. 80007P869

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Energy Opportunity Management LLC

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(b)

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12 Type of Reporting Person (See Instructions)
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CUSIP No. 80007P869

- 1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Capital Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization
Delaware
- | | | |
|--|---|--|
| | 5 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
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1,028,552 shares of Common Stock |
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Apollo Capital Management GP, LLC

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1 Name of Reporting Persons.
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Apollo Management Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
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12 Type of Reporting Person (See Instructions)
OO

Item 1.

- (a) Name of Issuer
SandRidge Energy, Inc.
- (b) Address of Issuer's Principal Executive Offices

123 Robert S. Kerr Avenue

Oklahoma City, OK 73102

Item 2.

- (a) Name of Person Filing

This Schedule 13G is filed jointly by: (i) Apollo Energy Opportunity Fund AIV I, L.P. (Opportunity Fund), (ii) Apollo Energy Opportunity Management LLC (Apollo EO Management), (iii) Apollo Capital Management, L.P. (Capital Management), (iv) Apollo Capital Management GP, LLC (Capital Management GP), (v) Apollo Management Holdings, L.P. (Management Holdings), and (vi) Apollo Management Holdings GP, LLC (Management Holdings GP). The foregoing are collectively referred to herein as the Reporting Persons.
- (b) Address of Principal Business Office or, if none, Residence
Opportunity Fund holds shares of the Issuer's common stock (Common Stock). Apollo EO Management serves as the investment manager for Opportunity Fund. Capital Management is the sole member of Apollo EO Management. Capital Management GP is the general partner of Capital Management. Management Holdings serves as the sole member and manager of Capital Management GP, and Management Holdings GP serves as the general partner of Management Holdings.
The principal address for each of Opportunity Fund, Apollo EO Management, Capital Management, Capital Management GP, Management Holdings and Management Holdings GP is 9 West 57th Street, New York, NY 10019.
- (c) Citizenship
Opportunity Fund, Capital Management and Management Holdings are each Delaware limited partnerships. Apollo EO Management, Capital Management GP and Management Holdings GP are each Delaware limited liability companies.
- (d) Title of Class of Securities
Common stock, par value \$0.001
- (e) CUSIP Number
80007P869

Item 3.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership.

(a)

Amount beneficially owned:	
Opportunity Fund	1,028,552
Apollo EO Management	1,028,552
Capital Management	1,028,552
Management GP	1,028,552
Management Holdings	1,028,552
Management Holdings GP	1,028,552

The Shares of Common Stock reported as beneficially owned include shares of Common Stock held of record by Opportunity Fund. Each of Apollo EO Management, Capital Management, Management GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers, as well as executive officers, of Management Holdings GP, disclaims beneficial ownership of all shares of the Common Stock of the Issuer included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b)

Percent of class:	
Opportunity Fund	2.8%
Apollo EO Management	2.8%
Capital Management	2.8%
Management GP	2.8%
Management Holdings	